

INTERNATIONAL PAPER CO /NEW/

Form 8-K

May 14, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**May 14, 2010**

**(Date of Report)**

**May 10, 2010**

**(Date of earliest event reported)**

**INTERNATIONAL PAPER COMPANY**

**(Exact name of registrant as specified in its charter)**

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**NEW YORK**  
(State or other jurisdiction  
of incorporation)

**1-3157**  
(Commission  
File Number)

**13-0872805**  
(IRS Employer  
Identification No.)

**6400 Poplar Avenue**

**Memphis, Tennessee 38197**

(Address and zip code of principal executive offices)

**(901) 419-7000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.**

On May 10, 2010, the shareowners of International Paper Company (the "Company") approved an amendment (the "Amendment") to the Company's By-Laws. The Amendment was described in detail in our Definitive Proxy. Our By-Laws, as amended through May 10, 2010, are attached as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Shareowners on May 10, 2010, in White Plains, New York (the "Meeting"). Of the 436,456,427 shares outstanding and entitled to vote at the Meeting, 367,810,568 shares were present at the Meeting in person or by proxy, constituting a quorum of 84.27%. The shareowners of the Company's common stock considered and voted upon three Company proposals at the Meeting.

**Item 1 Elect Seven Directors Nominated by the Board of Directors**

The holders of the common stock of the Company elected each of the following directors to serve a term of one-year, ending at the earlier of (i) our 2011 Annual Meeting, (ii) the date a qualified successor has been elected or (iii) death, resignation or retirement. The directors were elected by the following count:

| Directors              | For         | Against    | Abstain | Broker<br>Non-Votes |
|------------------------|-------------|------------|---------|---------------------|
| David J. Bronczek      | 314,544,199 | 15,401,858 | 614,622 | 37,249,889          |
| Lynn Laverty Elsenhans | 328,933,047 | 1,001,315  | 626,317 | 37,249,889          |
| John V. Faraci         | 319,253,490 | 10,888,958 | 418,231 | 37,249,889          |
| Stacey J. Mobley       | 329,023,912 | 1,065,562  | 471,205 | 37,249,889          |
| John L. Townsend, III  | 328,966,874 | 1,102,524  | 491,281 | 37,249,889          |
| William G. Walter      | 290,451,941 | 39,595,384 | 513,354 | 37,249,889          |
| J. Steven Whisler      | 328,450,898 | 1,662,107  | 447,674 | 37,249,889          |

**Item 2 Ratification of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2010**

The holders of the Company's common stock ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010 by the following count:

| For         | Against   | Abstain | Broker<br>Non-Vote |
|-------------|-----------|---------|--------------------|
| 360,847,000 | 6,409,478 | 554,090 | 0                  |

**Item 3 Amend Article I of our By-Laws Regarding Special Shareowners Meetings**

The holders of the Company's common stock approved an amendment to Article I of the By-Laws by the following count:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Vote</b> |
|-------------|----------------|----------------|----------------------------|
| 363,831,840 | 2,805,366      | 1,173,362      | 0                          |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 3.1 By-Laws, as amended through May 10, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL PAPER COMPANY  
(Registrant)

By: /s/ MAURA ABELN SMITH  
Name: **Maura Abeln Smith**  
Title: **Senior Vice President, General Counsel and**

**Corporate Secretary**

Date: May 14, 2010

**Exhibit Index**

Exhibit 3.1 By-Laws, as amended through May 10, 2010